



# NORTHBROOK CORPORATION

9-101A0061

7 April 1989

Ms. Rita McGee  
Interstate Commerce Commission  
Washington, DC 20423

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States code and the regulations thereunder are two originals of Bill of Sale dated February 15, 1989 as follows:

Bill of Sale between Gulf Railcar, Inc. (Seller) and Upper Merion and Plymouth Leasing Co. (Purchaser) for forty-seven (47) railroad cars.

The names and addresses of the parties to the enclosed documents are:

Seller: Gulf Railcar, Inc.  
17011 Old Beaumont Highway 90  
Houston, TX 77049

Purchaser: Upper Merion and Plymouth Leasing Co.  
875 North Michigan Avenue  
John Hancock Center - Suite 1400  
Chicago, IL 60611

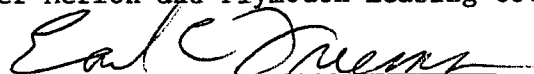
The originals of the above documents after recordation should be returned to Mr. Robert Dwyer, Vice President-Sales, Rail Division, Northbrook Corporation, 875 North Michigan Ave., Suite 1400, Chicago, IL 60611. Enclosed is Upper Merion's check for \$13.00 to cover the recordation of the document.

I am an officer of Upper Merion and Plymouth Leasing Co. and have knowledge of the matters set forth herein.

Sincerely yours,

Upper Merion and Plymouth Leasing Co.

By

  
Earl L. Freeman

enclosure

SENT VIA: Certified Mail (return receipt requested)

RECORDATION NO

15284

FILED 1425

APR 11 1989 -3 30 PM

INTERSTATE COMMERCE COMMISSION

Date

Fee

ICC Washington, D. C.



(2)

RECORDED NO 16284

APR 11 1989 - 3 30 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

IN CONSIDERATION of the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, GULF RAILCAR, INCORPORATED, a Texas corporation with an address at 17011 Old Beaumont Highway 90, Houston, Texas 77049 ("Seller"), does hereby sell, assign, transfer and convey absolutely to UPPER MERION AND PLYMOUTH LEASING COMPANY, a Delaware corporation with an address 875 North Michigan Avenue, Suite 1400, Chicago, Illinois 60611, all right, title, and interest in and to the railway rolling stock more specifically described in the Schedule of Cars attached hereto and made a part hereof (the "Cars"), and all appurtenant rights relating thereto.

Dated the 15th day of February, 1989.

GULF RAILCAR, INCORPORATED

By:   
Richard P. Hoffman

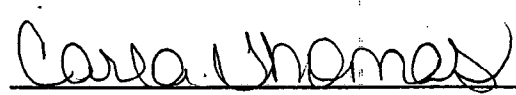
Executive Vice President &  
Its: General Manager

STATE OF TEXAS  
COUNTY OF HARRIS

SECTION

This instrument was acknowledged before me on the 23rd day of March, 1989, by Richard P. Hoffman, Executive Vice President and General Manager of GULF RAILCAR, INCORPORATED, a Texas corporation, on behalf of said corporation.





NOTARY PUBLIC, STATE OF TEXAS



SCHEDULE OF CARS

WSOX 5800	WSOX 5821	UMPX 5842
WSOX 5801	WSOX 5822	UMPX 5843
WSOX 5802	UMPX 5823	UMPX 5844
UMPX 5803	UMPX 5824	UMPX 5845
WSOX 5804	WSOX 5825	UMPX 5846
WSOX 5805	WSOX 5826	
WSOX 5806	UMPX 5827	
WSOX 5807	UMPX 5828	
WSOX 5808	UMPX 5829	
UMPX 5809	WSOX 5830	
UMPX 5810	WSOX 5831	
WSOX 5811	UMPX 5832	
WSOX 5812	UMPX 5833	
WSOX 5813	UMPX 5834	
WSOX 5814	UMPX 5835	
WSOX 5815	UMPX 5836	
UMPX 5816	WSOX 5837	
UMPX 5817	UMPX 5838	
UMPX 5818	WSOX 5839	
UMPX 5819	UMPX 5840	
WSOX 5820	UMPX 5841	